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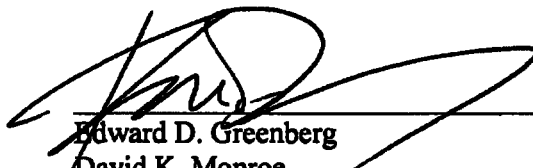
BEFORE THE
SURFACE TRANSPORTATION BOARD

PROVIDENCE AND WORCESTER)
RAILROAD COMPANY – PETITION) Finance Docket No. 35393
FOR DECLARATORY ORDER –)
GARDNER BRANCH)

MOTION TO WITHDRAW AND DISCONTINUE PROCEEDING

Petitioner Providence and Worcester Railroad Company (“P&W”) has reached a voluntary settlement with Intervenor New England Power Company d/b/a National Grid (“National Grid”) of the matters at issue between them in this proceeding. Accordingly, P&W hereby withdraws its Petition for Declaratory Order, and requests that the Board discontinue this proceeding with prejudice.

Respectfully submitted,



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DATE: August 2, 2011

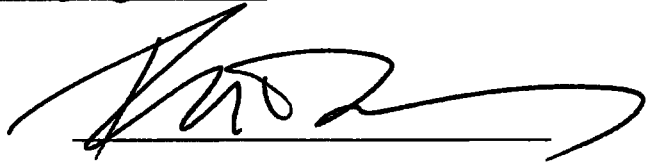
CERTIFICATE OF SERVICE

I do hereby certify that I have delivered a true and correct copy of the foregoing document to the following addressees at the addresses stated by depositing the same in the United States mail, first class postage prepaid, or by email transmission, this 2nd day of August 2011:

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A handwritten signature in black ink, appearing to be "S. August", written over a horizontal line.